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Katherine Stadler

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN JONES DAY  
AND THE FEE COMMITTEE REGARDING THE  
SEVENTH INTERIM APPLICATION OF JONES DAY, SPECIAL  
COUNSEL TO THE DEBTORS, FOR COMPENSATION AND EXPENSES  
FOR THE PERIOD OCTOBER 1, 2010 THROUGH JANUARY 31, 2011**

**TO: THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE**

WHEREAS, on June 1, 2011, Jones Day filed the *Seventh Interim Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Actual and Necessary Expenses for the Period from October 1, 2010 Through January 31, 2011* (the “Seventh Fee Application”) [Docket No. 17262] seeking interim fees in the amount of \$6,729,469.37 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$255,545.32

with respect to the period from October 1, 2010 through January 31, 2010 (the “Seventh Interim Period”);

WHEREAS, Jones Day regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for out-of-pocket expenses during the pendency of these cases;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to the *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in the chapter 11 cases of Lehman Brothers Holdings, Inc., *et al.* (the “Fee Committee”) has reviewed the Seventh Fee Application, issued a Confidential Letter Report with respect thereto on August 3, 2011, and entered into negotiations with Jones Day regarding the Seventh Fee Application;

WHEREAS, as a result of these negotiations, Jones Day and the Fee Committee have agreed to a reduction of at least \$180,789.89 for professional services rendered and \$370.66 for expenses incurred by Jones Day in the Seventh Interim Period;

WHEREAS, on July 19, 2011, Jones Day informed the Fee Committee that it had taken voluntary reductions to the Seventh Fee Application of \$19,167.50; and,

WHEREAS, Jones Day and the Fee Committee have resolved all of the issues that were the subject of the negotiations between them except with respect to the charges directly attributable to rate increases contained in the Seventh Fee Application and, as to them, they remain the subject of ongoing negotiations.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Jones Day hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Jones Day’s request for

allowance and payment of interim compensation and reimbursement of out-of-pocket expenses in the reduced amount of \$6,529,511.98 in fees and reimbursement of \$255,174.66 in out-of-pocket expenses for the period from October 1, 2010 to January 31, 2011, and directing the Debtors to pay any such amounts not previously paid to Jones Day. The parties further stipulate and agree that in the event that there is an agreed resolution between the Fee Committee and Jones Day or a Court-ordered reduction for charges attributable to rate increases contained in the Seventh Fee Application (in either case, the "Rate Resolution"), any such reduction shall be applied as a credit to the Debtors' estates against the amounts to be paid to Jones Day pursuant to the next Order entered after the Rate Resolution approving interim fees. Nothing contained in this Stipulation shall be construed as a waiver of the Fee Committee's right to object to any previous or future rate increases or Jones Day's right to respond to any such objection.

[Signature page follows]

Dated: Madison, Wisconsin  
November 21, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
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*Attorneys for Fee Committee*

Dated: New York, New York  
November 18, 2011

JONES DAY

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